Permit #F00018773

FilmL.A., Inc.
1201 W. 5th Street, Suite T-800
Los Angeles, CA 90017
t: (213)977-8600 - f: (213)977-8601
www.filmla.com

Summary Information

Permit No: F00018773 **Type of Permit:** FILMING **Release Date:** 07/31/2009

Production Company INDEPENDENT MEDIA

Insured Company Name INDEPENDENT MEDIA

Contact Phone No. 1 310-659-3503
Contact Phone No. 2
Fax
Address 3000 W. OLYMPIC BLVD.
SANTA MONICA, California 90404

Production Title WALMART

Type of Production Commercial - Standard

Producer Denise Rochietti

Director Scott Hicks

1st AD Jimmy LaRocca

Production Manager Mark Campbell

FilmL.A. Coordinator Hans Groszkruger

Location Manager Dave Ferdig
Primary Phone Office - 310-264-4171
Secondary Phone Mobile - 818-398-3271

Location Assistant Dave Ferdig
Primary Phone Office - 310-264-4171
Secondary Phone

Fees

Posting 300	$26.00
Notification Charge	$310.00
FILMLA FILM APPLICATION FEE	$625.00
LA COUNTY FIRE REVIEW	$104.00
LA COUNTY - ROAD USE FEE	$299.00
LA COUNTY ROAD APPLICATION FEE	$51.00
LA CITY FIRE DEPARTMENT SPOT CHECK SURCHARGE	$85.00

Total Permit Fee $1,500.00

Number of Locations 4

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Summary Information — Location

Permit Number F00018773
Production Company INDEPENDENT MEDIA
Insured Company INDEPENDENT MEDIA
Production Title WALMART

Location Manager Dave Ferdig
Primary Phone Office - 310-264-4171
Secondary Phone Mobile - 818-398-3271

Location Address 1275 E Calaveras St, Altadena, CA, 91001

Location Names

Location Type Private Residence

Location Description

Film Dates 8/3/2009 - 8/3/2009 07:00 - 22:00

Open or Closed to the Public Closed

Generic Conditions
Equipment vehicles may park on one side of street
No Cast and Crew parking on areas streets.
No interference with vehicular or pedestrian traffic
No steps from trailers, trucks or motorhomes may be facing road
Traffic control must be done in accordance w/MUTCD
Traffic Officers Required

Please see attached document independent media agent letter.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	7
Cast/Crew vehicles	48
Cube Trucks	3
Generator	1
Honey Wagons	1
Motor Homes	1
Portable restrooms	1
Stakebed Trucks	2
Vans	3

Personnel on Location

Type	Quantity
Cast	5
Crew	60
Extras	5
Sheriff/CHP	1

Filming Activities Exterior Dialogue; Birthday party scenes in backyard.; Lit birthday candles on birthday cake.;

Special Effects: F/X Permit #

Type	No. Times Per Day	No. Takes Per Take

Description of F/X Scene: Lit birthday candles on cake.

Jurisdiction
Political: Los Angeles County - Supervisor District 5
Police: Los Angeles County Sheriff
Fire: Los Angeles County

Location Notes

Coordinator Note FIRE NUMBER: 09-1470-11 FSA REQUIRED

Parking

Base Camp
Location Type : Location
Street : Location & posted area

Crew Parking
Location Type : To Be Determined
Street : TBD

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Summary Information — Location

Permit Number	F00018773	**Location Manager**	Dave Ferdig
Production Company	INDEPENDENT MEDIA	Primary Phone	Office - 310-264-4171
Insured Company	INDEPENDENT MEDIA	Secondary Phone	Mobile - 818-398-3271
Production Title	WALMART		

Posting "No Parking" signs 800' IN FRONT OF LOCATION

Approximate Footage County Parking **Log Number**

Date(s) 8/3/2009 to 8/3/2009 **Time(s)** 07:00 to 22:00

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Summary Information — Location

Permit Number	F00018773	**Location Manager**	Dave Ferdig
Production Company	INDEPENDENT MEDIA	Primary Phone	Office - 310-264-4171
Insured Company	INDEPENDENT MEDIA	Secondary Phone	Mobile - 818-398-3271
Production Title	WALMART		

Location Address 2nd ST, Figueroa ST - Hill ST, Los Anglees, CA, 90012

Location Names 2ND ST TUNNEL

Location Type Street

Location Description

Film Dates 8/3/2009 - 8/4/2009 09:00 - 15:00

Open or Closed to the Public Open

Generic Conditions All Vehicles must be parked legally.
Must Maintain 5' Clearance on Sidewalks/Walkways
No Cast and Crew parking on areas streets.

Please see attached documents 2ND ST ALTERNATING CLOSURE INDEPENDENT MEDIA.pdf
Downtown LA July 2009.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	7
Camera cars	1
Cast/Crew vehicles	50
Cube Trucks	3
Generator	1
Honey Wagons	1
Motor Homes	1
Picture vehicles	2
Portable restrooms	1
Process Trailer	1
Stakebed Trucks	2
Vans	3

Personnel on Location

Type	Quantity
Cast	2
Crew	60
Off-Duty/Retired LAPD Officer(s)	4

Filming Activities 90 second intermittent traffic control (except 0700-0900 hrs & 1500-1900 hrs); Camera in car; Camera on sticks; Car-to-Car; Drive by; Driving shots; Equipment on sidewalk only.; Intermittent pedestrian control; Process Trailer;

Jurisdiction **Political:** Los Angeles City - Council District 09 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes

Parking

Base Camp
Location Type : Private Parking Lot
Street : 137 S. Hill St.

Crew Parking
Location Type : Private Parking Lot
Street : 137 S. Hill St.

Posting "No Parking" signs W/S HILL ST, 2ND ST 100' NORTH & 100' SOUTH

Approximate Footage 0 - 300 **Log Number**

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Summary Information — Location

Permit Number	F00018773	**Location Manager**	Dave Ferdig
Production Company	INDEPENDENT MEDIA	Primary Phone	Office - 310-264-4171
Insured Company	INDEPENDENT MEDIA	Secondary Phone	Mobile - 818-398-3271
Production Title	WALMART		

Date(s) 8/4/2009 to 8/4/2009 **Time(s)** 11:00 to 22:00

Lane / Full Closure N/S ALTERNATING WITH S/S CURB LANE 2ND ST TUNNEL, FIGUEROA ST-HILL ST **2-WAY TRAFFIC MUST BE MAINTAINED**

Approximate Footage 901 - 1200

Date(s) 8/3/2009 to 8/4/2009 **Time(s)** 09:00 to 15:00

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Summary Information — Location

Permit Number F00018773
Production Company INDEPENDENT MEDIA
Insured Company INDEPENDENT MEDIA
Production Title WALMART

Location Manager Dave Ferdig
Primary Phone Office - 310-264-4171
Secondary Phone Mobile - 818-398-3271

Location Address 10 Frwy, 110 Frwy, 101 Frwy, Alameda Inclusive (Excluding Freeways), Los Angeles, CA, 90071

Location Names DOWNTOWN GRID

Location Type Street

Location Description Downtown Grid

Film Dates 8/3/2009 - 8/4/2009 07:00 - 22:00

Open or Closed to the Public Open

Generic Conditions All Vehicles must be parked legally.
Must comply with attached conditions
No Cast and Crew parking on areas streets.

Please see attached document Downtown LA.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	7
Camera cars	1
Cast/Crew vehicles	50
Cube Trucks	2
Generator	1
Honey Wagons	1
Motor Homes	1
Picture vehicles	2
Portable restrooms	1
Process Trailer	1
Stakebed Trucks	2
Vans	3

Personnel on Location

Type	Quantity
Cast	2
Crew	60
Off-Duty/Retired LAPD Officer(s)	4

Filming Activities 90 second intermittent traffic control (except 0700-0900 hrs & 1500-1900 hrs); Camera in car; Car-to-Car; Driving shots with the flow of traffic; Intermittent pedestrian control; Process Trailer; Camera mounts;

Jurisdiction **Political:** Los Angeles City - Council District 09 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes Must Comply with Attached Downtown Conditions

Parking

Base Camp
Location Type : Private Parking Lot
Street : 137 S. Hill St.

Crew Parking
Location Type : Private Parking Lot
Street : 137 S. Hill St.

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Summary Information — Location

Permit Number	F00018773	**Location Manager**	Dave Ferdig
Production Company	INDEPENDENT MEDIA	Primary Phone	Office - 310-264-4171
Insured Company	INDEPENDENT MEDIA	Secondary Phone	Mobile - 818-398-3271
Production Title	WALMART		

Location Address 2288 Villa Heights Rd, Pasadena, CA, 91107

Location Names

Location Type Private Residence

Location Description

Film Dates 8/3/2009 - 8/4/2009 07:00 - 22:00

Open or Closed to the Public Closed

Generic Conditions All vehicles must be parked on private property
No Cast and Crew parking on areas streets.
No interference with vehicular or pedestrian traffic

Equipment on Location

Type	Quantity
5 or 10 ton trucks	7
Cast/Crew vehicles	50
Cube Trucks	3
Generator	1
Honey Wagons	1
Motor Homes	1
Portable restrooms	1
Stakebed Trucks	2
Vans	3

Personnel on Location

Type	Quantity
Cast	5
Crew	60

Filming Activities CANCELED;

Jurisdiction **Political:** Los Angeles County - Supervisor District 5 **Police:** Los Angeles County Police **Fire:** Los Angeles County

Location Notes

Coordinator Note FIRE NUMBER:

Coordinator Note CANCELED BY BEAUTIFUL DAY. NO FEES DUE

Parking

Base Camp
Location Type : Location
Street : 2288 Villa Heights Rd

Crew Parking
Location Type : Location
Street : 2288 Villa heights Rd

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Permit #F000187 73

Appointment of Beautiful Day Permits As Authorized Agent and Representative

I certify that I am a representative of Independent Media ("Principal") and am authorized to enter into binding contractual agreements on it behalf. I further certify that I am authorized by Principal to appoint other representatives and agents for Principal and to give such representatives and agents authority to enter into and bind Principal to agreements relating to the issuance of and compliance with location film (e.g. theatrical, television, commercial and other motion picture filming) and still photographic permits, including the permits themselves and any riders to such permits. Acting on behalf of Principal in my capacity as its authorized representative, I appoint Beautiful Day Permits and its employees and agents ("BDP") as Principal's authorized representatives and agents to apply for location film (e.g. theatrical, television, commercial and other motion picture filming) and still photographic permits on behalf of Principal through ("Film L.A., Inc.") for any city, county or other jurisdiction where Film L.A., Inc. operates; to negotiate, discuss, accept, modify, agree to and bind Principal to the terms and conditions of such permits (including all restrictions and/or community guidelines applicable to and such permit); and to execute such permits on behalf of Principal. Principal understands, acknowledges and agrees that it (and/or it insurer) remains responsible and liable for all obligations imposed by or incidental to any permit or rider issued to Principal signed by any ~~employee or agent of (including any coordinator, runner of messenger used by)~~ BDP. Principal further agrees to comply with the terms and conditions of any such permits and hereby appoints BDP as an authorized representative to facilitate compliance with such terms and conditions following issuance of any such permits and to enter into agreements for Principal with respect thereto. Any person, agency, entity, or organization (including Film L.A., Inc. and any city, county, or other jurisdiction where Film L.A., Inc operates) may rely upon this appointment and need not obtain further authorization for any act described herein. An original or faxed copy of this be revoked by Principal at any time in writing delivered to Film L.A., Inc., but in any case shall expire one (1) year from the date of execution set forth below.

I declare under penalty of perjury under the laws of the State of California that I am authorized to appoint BDP as agent for Principal, and based upon that authority I hereby appoint BDP as Principal's agent as set forth herein.

Dated: 7/25/09

Independent Media
Name of Principal

By: [signature]
Representative's Signature

EVERS.
Print Representative's Name

Hop.
Representative's Title

3000 Olympic Blvd.
Santa Monica CA 90404
Principal's Address

310-659-3503
Principal's Telephone

Jordan & Michaela Wright
Beautiful Day Permits
Phone (626) 934 - 1280
Fax (626) 934 - 1281

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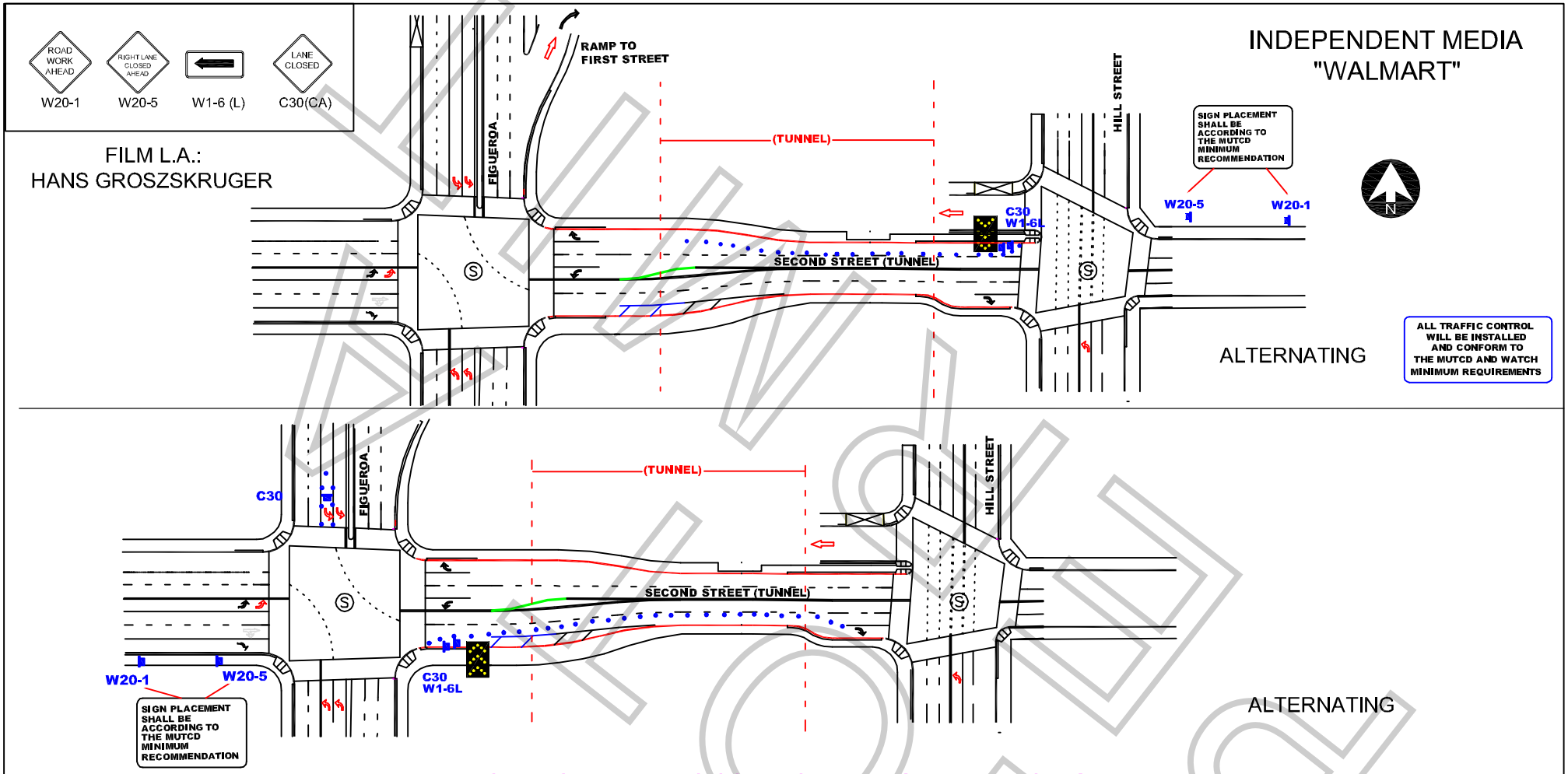

WORK ZONE TRAFFIC CONTROL PLAN GENERAL NOTES

1. DATE/TIME: 8-3,4-09 FROM 09:00 HOURS TO 15:00 HOURS.
2. ALL SIGNING, STRIPING, AND TRAFFIC CONTROL DEVICES SHALL CONFORM TO THE (CURRENT) STATE OF CALIFORNIA DEPARTMENT OF TRANSPORTATION (CALTRANS) STANDARD PLANS AND STANDARD SPECIFICATIONS, CALIFORNIA MUTCD, AND ANY ADDENDUMS THERETO, AND AS SHOWN ON THESE PLANS, SYMBOLS AND ABBREVIATIONS USED ARE SHOWN ON CALTRANS STANDARD PLANS A10A&B, A20A-D, AND A24A-E.
3. THERE WILL BE NO INTERFERENCE WITH TRAFFIC SIGNALS OR CROSSWALKS.
4. CONES WILL BE 28" MINIMUM HEIGHT AND HAVE REFLECTORIZED SLEEVES FOR NIGHT WORK.
5. POLICE WILL DIRECT TRAFFIC IF NECESSARY.

JCL BARRICADE COMPANY,
2334 E. EIGHTH ST., CA 90021
Ph: (213) 622-9775 * Fax: (213) 622-9790
CA Lic # 805357
TRAFFIC PLAN DRAWN BY:
ISMAEL RODRIGUEZ
Traffic control plan is drawn per MUTCD & 2006 Work Area Traffic Control Handbook

TRAFFIC CONTROL FOR:	PROJECT LOCATION:	LOCATION CONTACT:
INDEPENDENT MEDIA "WALMART"	2ND STREET TUNNEL HILL STREET TO FIGUEROA STREET CITY OF LOS ANGELES, CA	MICHAELA WRIGHT OFFICE # 626.934.1280

REV#	DATE	REVISION DESCRIPTION

Permit #E00018773

SPECIAL FILMING CONDITIONS
RESIDENTIAL/COMMERCIAL AREAS OF
DOWNTOWN METROPOLITAN LOS ANGELES

The Special Filming Conditions described below will be included in the terms and conditions of permits issued for filming in this area and are in addition to the standard terms and conditions applicable to filming permits generally. While these Special Filming Conditions will be included as terms if a permit for filming in this area is issued, they are not intended to, and do not, establish the criteria or standards for determining whether or not a particular permit (or permits) will be issued for this area. The decision whether or not a particular permit (or permits) will be issued is vested in the discretion of the appropriate City or County department or their designees (including FilmL.A., Inc.), to be exercised consistent with public health, safety and general welfare, and applicable land-use ordinances.

The Downtown Los Angeles Central Business District is occupied by commercial/industrial businesses, as well as residential properties. There are also many popular hotels in the downtown area frequented by visitors taking advantage of our city's cultural, historical and recreational venues.

In order to better balance the concerns of business/commerce and provide for the residential aspects of this area of Los Angeles, FilmL.A. has developed the following Special Filming Conditions. Your cooperation in adhering to the Conditions will ensure the industry's continued access to these vitally important filming sites.

NOTE: THE FOLLOWING SPECIAL FILMING CONDITIONS DO NOT APPLY TO THOSE AREAS ZONED AS "LIGHT MANUFACTURING/PARKING" OR "HEAVY MANUFACTURING".

- **All filming activities (including parking of production equipment, cast/crew parking, catering, and preparation/strike) within 200 feet of any residential building (including hotels) are not permitted between the hours of 10 p.m. and 7 a.m. unless first approved by FilmL.A.** through the approved Filming Survey procedure and indicated on the permit.

- **Low level helicopter activity within ½ of a mile of residential buildings and taking place between the hours of 10:00 p.m. and 7:00 a.m. will not be allowed.**

- **All low-flying helicopter work in the vicinity of buildings, especially residential structures, requires the Federal Aviation Administration (FAA) reviewed and accepted plan of activities also to be filed with FilmL.A.**

- **Notification of the representatives of residents, merchants and businesses within 500 feet of all filming activities should be done 48 hours in advance of filming or substantial prep work, time permitting.** Additional notification beyond a distance of 500 feet may be required for permits requesting extraordinary filming activities, to be determined by FilmL.A.

- **Due to the congestion from normal commuter traffic, Intermittent Traffic Control (ITC) is generally not permitted on weekdays between the hours of 7:00 a.m. - 9:00 a.m. and 3:00 p.m. - 7:00 p.m.**

- **Production companies are required to completely remove all trash, food, cardboard boxes, etc.** from the general vicinity at the end of each filming day. Food should **NOT** be given directly to the homeless persons in the area; if a production company wishes to donate food, it

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should be delivered to missions or groups in the area which are designated and sanctioned to distribute food and other supplies to the homeless. Production companies will be held responsible for the actions of catering companies contracted to provide food for cast and crew.

- **All of the Special Conditions referenced herein apply to filming in or near the 2nd and 3rd Street tunnels.** All filming activities within the tunnels between the hours of 10:00 p.m. and 7:00 a.m. must be contained to areas at least 100 feet from tunnel openings, unless signature approval is obtained from affected residential buildings near the tunnel entrances, and indicated on the permit. The activities may not be audible beyond tunnel openings, and lighting may not illuminate or affect any nearby buildings.

In addition to the conditions referenced above, production companies must adhere to the following conditions when filming on Lower Grand Avenue between General Thaddeus Kosciusko (GTK) Way and 4th Street:

- **The walls of Lower Grand Avenue are private property** and may not be dressed, painted, or used in any way unless permission is granted by the representative of the affected property. The following are the names and phone numbers of the most affected building representatives:

o Museum of Contemporary Art (MOCA)	Cari Stafford	213.621.2766
o One California Plaza, (Maguire Properties)	Natalie Park	213.687.2284
o Two California Plaza, (Maguire Properties)	Natalie Park	213.687.2284
o Wells Fargo Center (Maguire Properties)	Holly Mattan	213.253.4297
o Omni Hotel	Dan Pietrowski	213.617.3300
o Museum Tower & Grande Promenade	Aaron Bazile	213.229.9777
o Angelus Plaza	Joan Marke	213.623.4352

- **Blocking of loading docks or parking garage entrances and exits is strictly prohibited.**

- **No special effects, including smoke, steam or fog may occur on Lower Grand Avenue** without first obtaining clearance from the appropriate building contacts and maintenance engineers. Contact must be made at least **48 hours prior** to the proposed effect(s) unless appropriate, prior notifications to designated property management representatives have been made.

- **Generators may not be placed on the enclosed portion of Lower Grand Avenue. Suggested areas for generator placement are:**

1. the curb lane of 4th Street at least 200 ft east of Lower Grand Avenue;
2. the curb lane of 4th Street west of Lower Grand Avenue beyond the left turn lane; or
3. the center of Lower Grand Avenue directly under the openings to Upper Grand Avenue.

- **Companies must obtain property contact approval prior to covering or removing any building signage** and must replace removed/covered signs with temporary signage similar to the originals. If directional or street signage is removed, the production company must provide **complete directional signage** in the surrounding area, with emphasis on alternate parking entrances and exits. **Street signs may only be removed with FilmL.A. approval.**

- **Any filming activities requested and approved with less than 48-hour notification may not interfere with other ongoing activities in the area.**

FILMING NOT A PERMIT

SPECIAL FILMING CONDITIONS FOR THE RESIDENTIAL/COMMERCIAL DOWNTOWN METROPOLITAN AREA OF LOS ANGELES

The Downtown Los Angeles Central Business District is occupied by commercial/industrial businesses, as well as residential properties. There are also many popular hotels in the downtown area frequented by visitors taking advantage of our city's cultural, historical and recreational venues.

In order to better balance the concerns of business/commerce and provide for the residential aspects of this area of Los Angeles, FilmL.A. has developed the following Special Condition for filming activities. Your cooperation in adhering to the Special Conditions will ensure the industry's continued access to these vitally important filming sites.

NOTE: THE FOLLOWING SPECIAL CONDITIONS DO NOT APPLY TO THOSE AREAS ZONED AS "LIGHT MANUFACTURING/PARKING" OR "HEAVY MANUFACTURING".

- **All filming activities (including parking of production equipment, cast/crew parking, catering, and preparation/strike) within 200 feet of any residential building (including hotels) are not permitted between the hours of 10 p.m. and 7 a.m. unless first approved by the FilmL.A.** through the approved signature survey procedure and indicated on the permit.

- **Low level helicopter activity within ½ of a mile of residential buildings and taking place between the hours of 10:00 p.m. and 7:00 a.m. will not be allowed.**

- **All low-flying helicopter work in the vicinity of buildings, especially residential structures, requires the Federal Aviation Administration (FAA) reviewed and accepted plan of activities also to be filed with FilmL.A.**

- **Notification of the representatives of residents, merchants and businesses within 500 feet of all filming activities should be done 48 hours in advance of filming or substantial prep work, time permitting.** Additional notification beyond a distance of 500 feet may be required for permits requesting extraordinary filming activities, to be determined by FilmL.A.

- **Due to the congestion from normal commuter traffic, Intermittent Traffic Control (ITC) is generally not permitted on weekdays between the hours of 7:00 a.m. - 9:00 a.m. and 3:00 p.m. - 7:00 p.m.**

- **Production companies are required to completely remove all trash, food, cardboard boxes, etc.** from the general vicinity at the end of each filming day. Food should **NOT** be given directly to the homeless persons in the area, if the production company wishes to donate food, it should be delivered to missions or groups in the area which are designated and sanctioned to distribute food and other supplies to the homeless. The production company will be held responsible for the actions of catering companies contracted to provide food for the cast and crew.

- **All of the Special Conditions referenced herein apply to filming in or near the 2nd and 3rd Street tunnels.** All filming activities within the tunnels between the hours of 10:00 p.m. and 7:00 a.m. must be contained to areas at least 100 feet from tunnel openings, unless signature approval is obtained from affected residential buildings near the tunnel entrances, and indicated on the permit. The activities may not be audible beyond tunnel openings, and lighting may not illuminate or affect any nearby buildings.

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FilmL.A. PERMIT

- **The walls of Lower Grand Avenue are private property** and may not be dressed, painted, or used in any way unless permission is granted by the representative of the affected property. The following are the names and phone numbers of the most affected building representatives:

    - Museum of Contemporary Art (MOCA), Cari Stafford, (213) 621-2766
    - One California Plaza, (Maguire Properties) Natalie Park , (213) 687-2284
    - Two California Plaza, (Maguire Properties) Natalie Park, (213) 687-2284
    - Wells Fargo Center (Maguire Properties) Holly Mattan, (213) 253-4297
    - Omni Hotel, Dan Pietrowski, (213) 617-3300
    - Museum Tower & Grande Promenade, Aaron Bazile, Building Manager (213) 229-9777
    - Angelus Plaza, Joan Marker, (213) 623-4352

- **Blocking of loading docks or parking garage entrances and exits is strictly prohibited.**

- **No special effects, including smoke, steam or fog may occur on Lower Grand Avenue** without first obtaining clearance from the appropriate building contacts and maintenance engineers. Contact must be made at least **48 hours prior** to the proposed effect(s) unless appropriate, prior notifications to designated property management representatives have been made.

- **Generators may not be placed on the enclosed portion of Lower Grand Avenue. Suggested areas for generator placement are:**

    1. the curb lane of 4th Street at least 200 ft east of Lower Grand Avenue;
    2. the curb lane of 4th Street west of Lower Grand Avenue beyond the left turn lane; or
    3. the center of Lower Grand Avenue directly under the openings to Upper Grand Avenue.

- **Companies must obtain property contact approval prior to covering or removing any building signage** and must replace removed/covered signs with temporary signage similar to the originals. If directional or street signage is removed, the production company must provide **complete directional signage** in the surrounding area, with emphasis on alternate parking entrances and exits. **Street signs may only be removed with FilmL.A. approval.**

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